IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.663 OF 2006

CONNECTED WITH

COMPANY APPLICATION NO.937 OF 2006

In the matter of Petition under Sections 391 to 394 of the Companies Act, 1956;

And

In the matter of the Scheme of Amalgamation between EDS Electronic Data Systems (India) Private Limited with Mphasis Limited.

EDS Electronic Data Systems
(India) Private Limited. .. Petitioner

Shri.Virag Tulzapurkar with Shri.Tapan Deshpande i/b.Amarchand Mangaldas & S.A.Shroff & Co. for the petitioner.

Shri.C.J.Joy with Shri.Parag Vyas i/b.P.Kapoor for R.D.

Mrs.K.V.Gautam, Dy.O.L.

CORAM : S.C.DHARMADHIKARI, J.

DATE : 2ND FEBRUARY, 2007.

P.C.:

1. This is a petition by the transferer company seeking sanction to the scheme of amalgamation with the transferee company M/s.Mphasis Limited. The transferee company's petition has been filed in the Karnataka High Court and subject to the orders passed therein, this petition is taken up for hearing and final disposal.

2. Shri.Tulzapurkar, learned senior counsel appearing for the petitioner pointed out that the petitioner has complied with all the statutory requirements and pre-requisites. The meetings have been dispensed with but individual notices have been served on all including the unsecured creditors.

3. Shri.Tulzapurkar, then points out that the salient features of the scheme are set out in the petition. A copy thereof is annexed to the petition. All relevant particulars are disclosed on oath. The latest financial position is also made available. The declarations as are necessary in law have been given on oath. A copy of the

petition alongwith annexures thereto has been served on the R.D. and the R.D. has filed an affidavit which states that the R.D. has no objection to this Court sanctioning the scheme because the same is not prejudicial to the interest of creditors, shareholders and general public.

4. Similarly, the O.L. has also forwarded his report and relying upon the comments of the C.A., who has scrutinised the books of accounts and related papers, the O.L. has stated that the affairs of the transferor company are not conducted in a manner prejudicial to its members or to the general public.

5. In the above circumstances, the Company Petition No.663 OF 2006 is made absolute in terms of prayer clauses (a) to (g). Cost of R.D. and O.L. quantified at Rs.2,500/-. Drawn up order dispensed with. All concerned to act on authenticated copy of this order and the scheme.

(S.C.Dharmadhikari, J)